# INITIAL REGISTRATION FORM

**STATE OF CALIFORNIA**

**OFFICE OF THE ATTORNEY GENERAL**

**REGISTRY OF CHARITABLE TRUSTS**

(Government Code Sections 12580-12599.7)

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### Part A - Identification of Organization

**PRIMATES PERU (DBA FIELD PROJECTS INTERNATIONAL)**

<table>
<thead>
<tr>
<th>Name of Organization:</th>
<th>PRIMATES PERU (DBA FIELD PROJECTS INTERNATIONAL)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mailing Address:</td>
<td>9063 PENTICTON WAY</td>
</tr>
<tr>
<td>City:</td>
<td>SAN DIEGO</td>
</tr>
<tr>
<td>State:</td>
<td>CA</td>
</tr>
<tr>
<td>ZIP Code:</td>
<td>92126</td>
</tr>
<tr>
<td>Telephone number:</td>
<td>2247952916</td>
</tr>
<tr>
<td>E-mail address:</td>
<td><a href="mailto:ADMIN@FIELDPROJECTS.ORG">ADMIN@FIELDPROJECTS.ORG</a></td>
</tr>
<tr>
<td>Fax number:</td>
<td>NONE</td>
</tr>
<tr>
<td>Website:</td>
<td><a href="HTTPS://FIELDPROJECTS.ORG">HTTPS://FIELDPROJECTS.ORG</a></td>
</tr>
<tr>
<td>Federal Employer Identification Number (FEIN):</td>
<td>46-3614876</td>
</tr>
</tbody>
</table>

### Part B - Registration Fee

A $25 REGISTRATION FEE must accompany this registration form. Make check payable to DEPARTMENT OF JUSTICE.

### Part C - List of Trustees or Directors and Officers

Names and addresses of ALL trustees or directors and officers (attach a list if necessary):

<table>
<thead>
<tr>
<th>Name:</th>
<th>SEE LIST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address:</td>
<td>City:</td>
</tr>
<tr>
<td>Name:</td>
<td>Position:</td>
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<td>Address:</td>
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<td>Address:</td>
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<tr>
<td>Name:</td>
<td>Position:</td>
</tr>
</tbody>
</table>

### Part D - Organization Activities

Describe the primary activity of the organization (a copy of the material submitted with the application for federal or state tax exemption will normally provide this information). If the organization is based outside California, comment fully on the extent of activities in California and how the California activities relate to total activities. In addition, list all funds, property, and other assets held or expected to be held in California. Attach additional sheets if necessary.

The organization will be based in California and conduct its business in entirety from this state. We do not have any property associated with this organization at this time, nor assets to declare. We provide educational opportunities for students abroad, mostly in Peru and India, and so our base is here in California, but most activities are conducted abroad on educational programs.
### Part E - Assets and Accounting Period

If assets (funds, property, etc.) have been received, enter the date first received.

Date assets first received in/from California: 06/18/2020

Registration with the Attorney General is required within thirty days of receipt of assets.

What annual accounting period has the organization adopted? Fiscal Year Ending (Month/Day):

- September 30

### Part F - Founding Documents

Attach the organization's founding documents as follows:

A) Corporations - a copy of the endorsed / certified articles of incorporation and all amendments and current bylaws. If incorporated outside California, enter the date the corporation qualified through the California Secretary of State's Office to conduct activities in California.

B) Associations - a copy of the instrument creating the organization (bylaws, constitution, and/or articles of association/organization).

C) Trusts - a copy of the trust instrument or will and decree of final distribution.

D) Trustees for charitable purposes - a statement describing operations and charitable purpose.

### Part G - Federal Tax Exempt Status

Has the organization applied for or been granted IRS tax-exempt status? Yes ☑ No

- Date of application for Federal tax exemption: 09/10/2013
- Date of exemption letter: 06/25/2014
- Exempt under Internal Revenue Code section 501(c)(3)

If known, are contributions to the organization tax-deductible? Yes ☑ No

Attach a copy of the Application for Recognition of Exemption (IRS Form 1023 or 1024) and the determination letter issued by the IRS.

### Part H - Fundraising Professionals

Does the organization contract with or otherwise engage the services of any commercial fundraiser for charitable purposes, fundraising counselor, or commercial coventurer (as defined in Government Code sections 12599-12599.2)? If yes, provide the name(s), address(es), telephone number(s), and registration number(s) assigned by the Registry of Charitable Trusts of the provider(s). Attach additional sheets if necessary.

- Commercial Fundraiser ( # ) ☐
- Fundraising Counsel ( # ) ☐
- Commercial Coventurer ( # ) ☐

Name: [ ]

Telephone Number: [ ]

Address: [ ]

City: [ ]

State: [ ]

ZIP Code: [ ]

- Commercial Fundraiser ( # ) ☐
- Fundraising Counsel ( # ) ☐
- Commercial Coventurer ( # ) ☐

Name: [ ]

Telephone Number: [ ]

Address: [ ]

City: [ ]

State: [ ]

ZIP Code: [ ]

- Commercial Fundraiser ( # ) ☐
- Fundraising Counsel ( # ) ☐
- Commercial Coventurer ( # ) ☐

Name: [ ]

Telephone Number: [ ]

Address: [ ]

City: [ ]

State: [ ]

ZIP Code: [ ]
Part I - Please respond to the following list of questions and provide supplemental information if applicable.

1. List all DBAs and names of the organization uses or has used.
   **DBA: Field Projects International, Registered name: Primates Peru**

2. List all states in which you solicit charitable donations or have registered to do so, or in which you are exempt from registration but operate.
   Missouri and California

3. Is the organization under common control, does it have a close connection with, or is it related to, any other nonprofit or for-profit organization or trust? If yes, identify by name, address, and telephone.
   No

4. Has the organization's IRS tax-exempt status ever been denied, revoked, or modified? If yes, please explain circumstances on a separate sheet.
   No

5. Has the organization's tax-exempt status ever been suspended or revoked by the Franchise Tax Board? If yes, please explain circumstances on a separate sheet.
   No

6. Has the organization's corporation status ever been suspended or revoked by the Secretary of State? If yes, please explain circumstances on a separate sheet.
   No

7. Are any officers, directors, trustees, or employees related by blood, marriage or adoption? If yes, identify by name, title and relationship.
   Yes, Gideon Erkenswick Watsa and Mrinalini Erkenswick Watsa are married to each other.

8. Has the organization or any of its officers, directors, or trustees been the subject of a court or administrative proceeding in any state regarding any solicitation or registration? If yes, please explain on a separate sheet.
   No

9. Have any of the organization's officers, directors, or trustees been convicted of any crime involving the misuse or misappropriation of funds, or any crime involving deception in the operation of a charity? If yes, identify by name and title.
   No

Please note that the Form CT-1 is a public document which will be posted on the Registry's website. If you wish to maintain the confidentiality of any attachment to the Form CT-1, you must request that the attachment not be maintained in the Public File.

Part J - Signature

I declare under penalty of perjury that I have examined this registration form, including accompanying documents, and to the best of my knowledge and belief, the form and each document are true, correct, and complete, and I am authorized to sign.

Signature: HUBUNNI ERLKENSWICK WATS
Title: President
Date: 06/23/2020

The organization will be required to file financial reports annually on Form RRF-1 (Annual Registration/Renewal Fee Report) no later than four months and fifteen days after the end of the organization's accounting period. Organizations with $50,000 or more in total revenue are also required to file the applicable IRS Form 990, with all attachments and schedules, as filed with the IRS. Organizations with less than $50,000 in total revenue are generally required to file Form CT-TR-1. All Registry forms can be found on the Attorney General's website at www.oag.ca.gov/charities.

For additional information, please refer to the Supervision of Trustees and Fundraisers for Charitable Purposes Act (Government Code sections 12580-12599.8) and the Administrative Rules and Regulations pursuant to the Act (California Code of Regulations, Title 11, Sections 300-312.1), and other resources available on the Attorney General's website at www.oag.ca.gov/charities.

Additional information is available on the Attorney General's website at www.oag.ca.gov/charities. You may also call the Attorney General's Registry of Charitable Trusts at (916) 210-6400 or fax at (916) 444-3651 or contact the Registry via email at Registration@doj.ca.gov.
List of Officers/Directors

1. Mrinalini Erkenswick Watsa, President, 9063 Penticton Way, San Diego, CA-92126
2. Gideon Erkenswick Watsa, Treasurer, 9063 Penticton Way, San Diego, CA-92126
3. Shreya Kothaneth, Secretary, 201 Laguna St, Apt 4, San Francisco, CA 94102
4. Timothy E. Paine, 537 Amber Way, Petaluma, CA 94952
5. Patrick Osborne, 19 Fair Oaks, Saint Louis, MO, 63124
Secretary of State
Articles of Incorporation of a Nonprofit Public Benefit Corporation

IMPORTANT — Read Instructions before completing this form.
Filing Fee — $30.00
Copy Fees — First page $1.00; each attachment page $0.50; Certification Fee - $5.00
Note: A separate California Franchise Tax Board application is required to obtain tax exempt status. For more information, go to https://www.ftb.ca.gov.

1. Corporate Name (Go to www.sos.ca.gov/business/be:name-availability for general corporate name requirements and restrictions.)

   The name of the corporation is Primates Peru

2. Business Addresses (Enter the complete business addresses. Item 2a cannot be a P.O.Box or 'in care of' an individual or entity.)

   a. Initial Street Address of Corporation - Do not enter a P.O. Box
      9063 Penticton Way
      City (no abbreviations) San Diego
      State CA Zip Code 92126

   b. Initial Mailing Address of Corporation, if different than item 2a
      City (no abbreviations)
      State
      Zip Code

3. Service of Process (Must provide either Individual OR Corporation.)

   INDIVIDUAL - Complete Items 3a and 3b only. Must include agent’s full name and California street address.

   a. California Agent's First Name (if agent is not a corporation)
      Mrinalini

   b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box
      9063 Penticton Way
      City (no abbreviations)
      State
      Zip Code

   CORPORATION - Complete Item 3c. Only include the name of the registered agent Corporation.

   c. California Registered Corporate Agent’s Name (if agent is a corporation) - Do not complete Item 3a or 3b

4. Purpose Statement

   a. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for:
      ☑ public purposes.
      ☐ charitable purposes.

   b. The specific purpose of this corporation is to further the cause of education, conservation and research

5. Additional Statements (See Instructions and Filing Tips.)

   a. This corporation is organized and operated exclusively for the purposes set forth in Article 4 hereof within the meaning of Internal Revenue Code section 501(c)(3).

   b. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

   c. The property of this corporation is irrevocably dedicated to the purposes in Article 4 hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

   d. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

6. Read and Sign Below (This form must be signed by each incorporator. See Instructions. Do not include a title.)

   Signature
   Mrinalini Erkenswick Watsa
   Type or Print Name

2019 California Secretary of State
bizfile.sos.ca.gov
BYLAWS OF
PRIMATES PERU INCORPORATED

Preamble

Primates Peru Incorporated ("Primates Peru"), in carrying out its corporate purposes, seeks to facilitate the education of interested individuals from an international audience in the field of tropical ecology and field biology. In addition, it serves to provide support and knowledge-based assistance on wildlife monitoring and biosurveillance research projects in tropical areas. Such work is carried out through short-term and long-term training programs based at field stations across the world. Our strength lies in bringing biologists that have experience living and working in tropical rainforests together to educate the next generation of natural historians and conservationists and expand on local capacity building. Primates Peru also provides scholarships for participants from across the world to attend training workshops. Thus, we are primarily an educational and research organization, and together we strongly support and facilitate the conservation and protection of threatened ecosystems worldwide.

Article I

Offices

The principal office of the corporation in the State of California shall be located in the City of San Diego. The corporation may have such other offices, either within or without the State of California, as the Board may require from time to time.

The corporation shall have and continuously maintain in the State of California a registered office, and a registered agent whose office is identical with such registered office, as required by the California Nonprofit Corporation Law. The registered office may be, but need not be, identical with the principal office in the State of California, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II

Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. The corporation shall have no members.

Section 2. Number, Tenure and Qualifications. The number of directors shall be not less than three (3) nor more than twenty-five (25). Each director shall hold office until the next annual meeting and/or until his or her successor shall have been elected and assumed office. Directors need not be residents of the State of California.
Section 3. Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held without notice other than this Bylaw, in the 2nd week of September beginning in 2020, and at this time in each succeeding year, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of California, such meeting shall be held on the next succeeding business day. The Board of Directors may provide by resolution the date, time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Place or Medium of Meeting. The President of Primates Peru, subject to objection by the Board, shall designate any place or medium, either within the State of California or online, as the place or medium for the annual meeting, for any regular meeting or for any special meeting. If no designation is made, the place of meeting shall be the registered office of the corporation in the State of California.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or in his/her absence, the Secretary. The President, or in his/her absence the Secretary, shall further call a special meeting on the written request of a majority of the Board of Directors in office. The President, or in his/her absence the Secretary, may fix any place or medium, within the State of California or online, as the place or medium for holding any special meeting of the Board.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously electronically to them at an email address as shown by the records of the corporation. If notice be given electronically by email, such notice shall be deemed to be delivered when a written response is received from the intended recipient confirming its receipt. If personal delivery, electronic delivery or fax is not possible, telephonic notice shall be attempted. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. Quorum. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. In determining the quorum, as well as acting and voting on all matters before the Board, directors shall attend in person or may participate by telephone or video conference call in the Board or committee meetings.

Section 8. Manner of Acting. The act of a majority of the directors present in person or by telephone or video conference call at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the office.
Section 10. Resignation and Removal of Directors. A director may resign at any time upon written notice to the Board of Directors. A director may be removed by the affirmative vote of a majority of the directors in office.

Section 11. Compensation. Directors as such shall not receive any salaries or compensation for their services, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor subject to the provisions of Article XI.

Section 12. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed, either in writing or electronically, by a majority of the Board of Directors in office.

Article III

Officers

Section 1. Officers. The officers of the corporation shall be a president, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the next annual meeting and/or his or her successor shall have been duly elected and shall have assumed office.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she, or any officer designated by the President, shall preside at all the meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and in general perform all the duties.
incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall take the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, unless such task is delegated; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, unless such task is delegated; be custodian of the corporate records, unless such task is delegated; keep a register of the post office address of each board member which shall be furnished to the Secretary by such board member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Secretary shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Article IV

Committees and Advisory Bodies

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors and such other persons as the Board designates, provided that a majority of each committee's membership are directors and that non-director members shall not be able to vote on any matters of management of the corporation delegated by the Board. Committee members shall receive no salary or compensation. The committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

Section 2. Advisory Bodies. Advisory bodies not having and exercising the authority of the Board of Directors in the corporation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. The advisory body may or may not have directors as members, as the Board of Directors determines. The advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the Board of Directors or to the officers of the corporation. Advisory body members shall not be paid a salary or compensation.

Section 3. Term of Office. Each member of a committee, or advisory body, shall continue as such until the next annual meeting of the Board of Directors of the corporation and/or until his or her successor is appointed, unless the committee, or advisory body, shall be sooner terminated, or unless such member be removed from such committee, or advisory body,
Section 4. Chair. One member of each committee, or advisory body, shall be appointed Chair by the Board of Directors from among the directors in office.

Section 5. Removal. Any committee member, or member of an advisory body, appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 6. Vacancies. Vacancies in the membership of any committee, or advisory body, may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, or advisory body, one-third of the whole committee, or advisory body, shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee or advisory body. However, to the extent that a committee with non-Board members will address any matter of management of the corporation delegated by the Board, one-third of the Board committee members must be present to constitute a quorum.

Section 8. Rules. Each committee, or advisory body, may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article V

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors, by written resolution and/or other writing, may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice-President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select in conformance with applicable law.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.
Article VI

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the corporation may be inspected by any board member, or his or her agent or attorney for any proper purpose at any reasonable time during normal business hours, provided, however, that minutes of any advisory body, or committee not considering management matters delegated by the Board, shall not be open for inspection.

Article VII

Fiscal Year

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year.

Article VIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the California Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article IX

Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors in office, if at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

Article X

Indemnification

Section 1. The corporation shall indemnify, to the fullest extent provided by law and to the extent not covered by insurance, any current or former Board of Directors member, officer, employee, or agent against any and all expenses, legal fees, and liabilities actually and necessarily incurred by him or her in connection with any claim, action, suit, or proceeding, whether actual or threatened, including civil, criminal, administrative, or investigative, including all appeals to which he or she may be made a party by reason of being or having been such director, officer, employee or agent and regardless of the final resolution of the claim, action, investigation suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the corporation's best interest. Persons claiming indemnification under these Bylaws
shall promptly advise the corporation's President in writing of the existence of any matter, which may give rise to such indemnification.

Section 2. Amounts paid in indemnification of expenses and liabilities may include but shall not be limited to counsel fees, expert witness fees, court reporter fees, travel expenses and other fees, costs and disbursements, judgments, fines, penalties against, and amounts paid in settlement by, such director, officer, employee or agent.

Section 3. The current or former director, officer, employee or agent shall tender the defense of the claim, action, suit or proceeding to the corporation to be handled by an attorney of the corporation's choosing at its expense. The corporation shall pay all reasonable attorneys' fees and expenses incurred.

Section 4. Notwithstanding any other provision herein, the corporation shall have no obligation to indemnify any current or former director, officer, employee or agent who fails to comply with or abide by the provisions of these Bylaws. If, following any indemnification payments, it is determined that a current or former director, officer, employee or agent who received such payments, or on whose behalf such payments were made, was not entitled to such indemnification, the corporation shall be authorized to recover from such current or former director, officer, employee or agent all indemnification sums paid.

Section 5. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against such person and incurred by such person in such capacity whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Article XI
Conflicts of Interests

Section 1. Members of the Board of Directors, members of committees and members of advisory bodies of Primates Peru must conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities to Primates Peru.

Section 2. Any conflict of interest on the part of any director, committee member or advisory body member shall be disclosed to the Board of Directors and recorded in the minutes.

Section 3. If a transaction is fair to the corporation at the time it is authorized, approved, or ratified, the fact that a director of the corporation has a direct or indirect interest in the transaction is not grounds for invalidating the transaction.

Section 4. A board member may contract with the corporation but before doing so must disclose his or her interest in the transaction or contracting entity and must not participate in board discussions, attempt to influence the vote, or vote on matters related to such contract.

Section 5. In a proceeding contesting the validity of a transaction described in Section 3 of this Article, the person asserting validity has the burden of proving fairness unless the material acts of the transaction and the director's interest or relationship were disclosed or known to the Board of Directors and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested directors even though the disinterested directors were less than a quorum.

Section 6. The presence of a director who is directly or indirectly interested in a transaction
described in Section 3 of this Article may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or committee then takes action on the transaction.

Section 7. For purposes of this Article, a director has a direct interest in a transaction if he or she, or a member of the director's family, has a financial interest in it, and is indirectly interested in a transaction if any party to the transaction is an entity in which the director, or his or her family, has a material financial interest or of which the director, or his or her family, is an officer, director, or general partner. Directors without direct or indirect interest in a transaction are disinterested.

Article XII

Dissolution

Upon the dissolution of the corporation, the procedures set forth in Article Eight of the Articles of Incorporation shall be followed, consistent with the requirements of state and federal law.

BYLAWS ADOPTED: May 27, 2020 (date)

Date of qualification to do business in California: June 3, 2020
Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

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We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

[signature]

Tamera Ripperda

Director, Exempt Organizations

Enclosure: Publication 4221-PC